

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **SEP 20 2008**

FOUNDATION FOR A SECURE AND
PROSPEROUS AMERICA
C/O SCOTT E THOMAS
1015 15TH ST NW STE 100
WASHINGTON, DC 20005

Employer Identification Number:
26-0555169
DLN:
17053183326028
Contact Person:
KIM NGUYEN ID# 31525
Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
July 17, 2007
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other
Than 501(c)(3)

Letter 948 (DO/CG)

FOUNDATION FOR A SECURE AND

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTIONS
OTHER THAN 501(C)(3)

WHERE TO GET FORMS AND HELP

You can obtain forms and instructions by calling toll free 1-800-829-3676, through the IRS Web site at www.irs.gov, and at local tax assistance centers.

You can obtain additional information about most topics discussed below through our customer service function by calling toll free 1-877-829-5500, or on our Web Site at www.irs.gov/eo. In addition, you should sign up for Exempt Organization's EO Update, a regular e-mail newsletter that highlights new information posted on the charities pages of irs.gov. To subscribe, go to www.irs.gov/eo and click on "EO Newsletter."

REPORTING CHANGES TO THE IRS

You must report changes in your name, address, purposes, operations or sources of financial support on your annual information return. You may also report these changes to the TE/GE Exempt Organizations Determinations Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, OH 45201. However, such reporting does not relieve you of the obligation to report the changes on your annual return.

TIP: Attach copies of any state certified articles of incorporation, or if an association signed constitution, bylaws, or other organizational document showing the changes. Trusts should provide trust instruments. If state certified copies or signed governing documents are not available, an authorized officer may certify that the governing document provided is a complete and accurate copy of the original document.

Please use your employer identification number on all returns and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter, we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If your exemption letter states that you are not required to file Form 990, you are exempt from these requirements. Otherwise, if your gross receipts are normally more than \$25,000, you must file Form 990 or Form 990-EZ with the Ogden Submission Processing Center, Ogden, UT, 84201-0027.

You are eligible to file Form 990-EZ if your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000. You must file the complete Form 990 if your gross receipts are over \$100,000, or your total assets are over \$250,000. The Form 990 instructions show how to compute your "normal" receipts.

FOUNDATION FOR A SECURE AND

Organizations With Gross Receipts of \$25,000 or Less

For tax periods beginning after December 31, 2006, you must file an annual electronic Form 990-N ("e-Postcard") if your gross receipts are normally \$25,000 or less. Alternatively, you may file a complete Form 990 Package if we send one to you. For information on filing the new electronic Form 990-N ("e-Postcard"), visit our Web site at www.irs.gov/eo.

Due Date of Return or Annual Electronic Notice

Your return or annual electronic notice is due by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to file a complete return timely. For additional information on penalties, see the Form 990 instructions or call our toll free number.

Revocation of Tax-Exempt Status

For tax periods beginning after December 31, 2006, your tax-exempt status will be revoked as of the filing due date for the third year if you fail to file for three consecutive years Form 990, Form 990-EZ, or the electronic Form 990-N.

If your tax-exempt status is revoked because you failed to file, you must reapply for exemption and pay the appropriate user fee.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business, you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. Special rules for organizations exempt under sections 501(c)(7), (9), (17) and (19) are described in Publication 598, Tax on Unrelated Business Income of Exempt Organizations.

There are several exceptions to the tax on unrelated business income:

1. Income you receive from the performance of your exempt activity,
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, and
3. Income from routine investments such as certificates of deposits, savings accounts, or stock dividends.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax, see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

FOUNDATION FOR A SECURE AND

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. You must also provide copies of these documents to any individual, upon written or in person request, without charge other than reasonable fees for copying and postage.

You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or call our toll free number shown above.

EXCESS BENEFIT TRANSACTIONS
(Applies to 501(c)(4) organizations)

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(4) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction in which you are involved, you should report the transaction on Form 990 or Form 990-EZ. For information on how to correct and report this transaction, see the instructions for Form 990 and Form 990-EZ, or call our toll free number shown above.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee.

You are also liable for tax under the Federal Unemployment Tax (FUTA) for each employee you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter.

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

17053183326028

Form **1024**
(Rev. September 1998)
Department of the Treasury
Internal Revenue Service

Application for Recognition of Exemption Under Section 501(a)

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.

Read the instructions for each Part carefully. A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 6 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)

Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

- a ☐ Section 501(c)(2)—Title holding corporations (Schedule A, page 7)
- b ☒ Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)
- c ☐ Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)
- d ☐ Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)
- e ☐ Section 501(c)(7)—Social clubs (Schedule D, page 11)
- f ☐ Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)
- g ☐ Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 13)
- h ☐ Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)
- i ☐ Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)
- j ☐ Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)
- k ☐ Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)
- l ☐ Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)
- m ☐ Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)
- n ☐ Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document) Foundation for a Secure and Prosperous America		2 Employer identification number (EIN) (if none, see Specific Instructions on page 2) 26 : 0555169	
1b c/o Name (if applicable) Scott E Thomas		3 Name and telephone number of person to be contacted if additional information is needed Scott E Thomas (202) 420 2601	
1c Address (number and street) 1015 15th Street NW	Room/Suite #100	5 Date incorporated or formed 7/17/07	
1d City, town or post office, state, and ZIP + 4 If you have a foreign address, see Specific Instructions for Part I, page 2. Washington, DC 20005			
1e Web site address www.secureandprosperous.com	4 Month the annual accounting period ends December		
6 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation.			
7 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.			

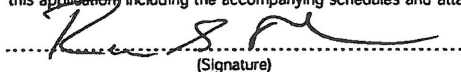
B Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

- a ☒ **Corporation**— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.
- b ☐ **Trust**— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ **Association**— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE


(Signature)

Richard G. Reed
(Type or print name and title or authority of signer)

6/26/08
(Date)

For Paperwork Reduction Act Notice, see page 5 of the instructions.

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Part II. Activities and Operational Information (Must be completed by all applicants)

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

Foundation for a Secure and Prosperous America (FSPA) is a newly formed organization that will undertake several activities designed to inform the public and leaders in private and public institutions about ways to assure that America remains secure and prosperous.

First, FSPA will research the ways professionals and leaders in private and public institutions are developing policies that will be effective in providing homeland security and protecting the interests of American businesses that depend on a stable workforce. This activity began upon FSPA's formal creation on July 17, 2007. The officials and volunteers of FSPA, working at their chosen worksites, will conduct research primarily using Internet sources and libraries. As needed, professionals and leaders who have developed policies in the areas of homeland security and business prosperity and workforce needs will be contacted.

Second, FSPA will work to communicate to the American public and leaders in private and public institutions the best policies being developed in these areas. This will be accomplished through the use of a website, e-mail messaging, written materials, and traditional electronic media such as radio and TV. This activity began on or about July 20, 2007. Initially, the professional expertise of FSPA's officials and volunteers, working at their chosen worksites, will be used for developing basic messages. Later, as needed, professional consultants will be retained to produce and distribute communications.

Third, FSPA will undertake information efforts regarding pending or potential legislative or executive branch proposals that would further the best policies identified in the areas of national security and business prosperity. This may occasionally take the form of "grassroots lobbying" communications to the general public, and may also involve some efforts to contact legislators or executive branch officials directly. This activity began on or about July 20, 2007. Initially, the professional expertise of FSPA officials and volunteers, working at their chosen worksites, will be used to develop basic messages and strategies. Later, as needed, professional consultants will be retained to produce and distribute communications and make direct contacts with legislative or executive branch officials.

Fourth, FSPA will undertake fundraising efforts to pay for the foregoing activities. It is anticipated that fundraising efforts will focus initially on identifying supporters of those policies FSPA deems best suited to provide for homeland security and business prosperity and workforce needs. Eventually, it is anticipated that broader appeals to the public, using commercial lists and public communications, will be employed. This activity began immediately upon FSPA's formal creation. FSPA officials and volunteers, working at their chosen worksites or traveling to meet prospective donors as needed, will conduct this activity initially. Later, as needed, professional consultants may be retained to produce and distribute appeals to the public.

- 2 List the organization's present and future sources of financial support, beginning with the largest source first.
- All of FSPA's financial support comes from donations raised by FSPA's officials and volunteers.**

Part II. Activities and Operational Information (continued)**3** Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
Rick Reed, Director and President c/o Stevens Reed Curcio & Potholm, 201 North Union St., Suite 200, Alexandria, VA	none; volunteer
Tina Gross, Director, Secretary and Treasurer 3004 N. Underwood St., Arlington, VA 22213	none; volunteer
Russell Cartwright, Director 4630 32nd Road North, Arlington, VA 22207	none; volunteer

- 4** If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.
N/A

- 5** If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).
N/A

- 6** If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.
N/A

- 7** State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.
N/A

- 8** Explain how your organization's assets will be distributed on dissolution.
Any liquid assets remaining after payment of all outstanding debts will be converted to cash and refunded to donors to the organization on a LIFO basis or will be contributed to a tax exempt 501(c)(4) organization with substantially similar purposes. Any non-liquid assets will be donated to a tax exempt 501(c)(4) organization with substantially similar purposes, or donated to a tax exempt 501(c)(3) organization. The Board of Directors will have to approve any plan for distribution of assets upon dissolution.

Part II. Activities and Operational Information (continued)

- 9 Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? ☐ Yes ☒ No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.
- 10 Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.
- 11 Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? ☐ Yes ☒ No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.
- 12 Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? ☐ Yes ☒ No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.
- 13 Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? ☐ Yes ☒ No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.
- 14 Does the organization now lease or does it plan to lease any property? ☐ Yes ☒ No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single representative copy of the leases.)
- 15 Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? ☐ Yes ☒ No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.
- 16 Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? ☐ Yes ☒ No
If "Yes," attach a recent copy of each.

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

Revenue	(a) Current Tax Year	3 Prior Tax Years or Proposed Budget for Next 2 Years			(e) Total
	From 7/17/07 To 12/31/07	(b) 2008	(c) 2009	(d)	
1 Gross dues and assessments of members					
2 Gross contributions, gifts, etc.	\$191,000	\$200,000	\$200,000		\$591,000
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)					
4 Gross amounts from unrelated business activities (attach schedule)					
5 Gain from sale of assets, excluding inventory items (attach schedule)					
6 Investment income (see page 3 of the instructions)					
7 Other revenue (attach schedule).	\$191,000	\$200,000	\$200,000		\$591,000
8 Total revenue (add lines 1 through 7)					
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes.					
10 Expenses attributable to unrelated business activities					
11 Contributions, gifts, grants, and similar amounts paid (attach schedule).					
12 Disbursements to or for the benefit of members (attach schedule)					
13 Compensation of officers, directors, and trustees (attach schedule)					
14 Other salaries and wages.					
15 Interest					
16 Occupancy					
17 Depreciation and depletion					
18 Other expenses (attach schedule)	\$103,642	\$110,000	\$110,000		\$323,642
19 Total expenses (add lines 9 through 18)	\$103,642	\$110,000	\$110,000		\$323,642
20 Excess of revenue over expenses (line 8 minus line 19)	\$87,358	\$90,000	\$90,000		\$267,358

B. Balance Sheet (at the end of the period shown)

		Current Tax Year as of 12/31/07	
Assets		1	\$87,358.00
1 Cash		2	
2 Accounts receivable, net		3	
3 Inventories		4	
4 Bonds and notes receivable (attach schedule)		5	
5 Corporate stocks (attach schedule)		6	
6 Mortgage loans (attach schedule)		7	
7 Other investments (attach schedule)		8	
8 Depreciable and depletable assets (attach schedule)		9	
9 Land		10	
10 Other assets (attach schedule)		11	\$87,358.00
11 Total assets			
Liabilities		12	
12 Accounts payable		13	
13 Contributions, gifts, grants, etc., payable		14	
14 Mortgages and notes payable (attach schedule)		15	
15 Other liabilities (attach schedule)		16	\$0
16 Total liabilities.			
Fund Balances or Net Assets		17	\$87,358.00
17 Total fund balances or net assets		18	\$87,358.00
18 Total liabilities and fund balances or net assets (add line 16 and line 17)			

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation. ☐

Part IV. Notice Requirements (Sections 501(c)(9) and 501(c)(17) Organizations Only)

1 Section 501(c)(9) and 501(c)(17) organizations:

Are you filing Form 1024 within 15 months from the end of the month in which the organization was created or formed as required by section 505(c)? ☐ Yes ☐ No

If "Yes," skip the rest of this Part.

If "No," answer question 2.

2 If you answer "No" to question 1, are you filing Form 1024 within 27 months from the end of the month in which the organization was created or formed? ☐ Yes ☐ No

If "Yes," your organization qualifies under Regulation section 301.9100-2 for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 3 and 4.

If "No," answer question 3.

3 If you answer "No" to question 2, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? ☐ Yes ☐ No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 2. See Specific Instructions, Part IV, Line 3, page 4, before completing this item. Do not answer question 4.

If "No," answer question 4.

4 If you answer "No" to question 3, your organization's qualification as a section 501(c)(9) or 501(c)(17) organization can be recognized only from the date this application is filed. Therefore, does the organization want us to consider its application as a request for recognition of exemption as a section 501(c)(9) or 501(c)(17) organization from the date the application is received and not retroactively to the date the organization was created or formed? ☐ Yes ☐ No

Schedule A Organizations described in section 501(c)(2) or 501(c)(25) (Title holding corporations or trusts)

- 1 State the complete name, address, and EIN of each organization for which title to property is held and the number and type of the applicant organization's stock held by each organization.
-
- 2 If the annual excess of revenue over expenses has not been or will not be turned over to the organization for which title to property is held, state the purpose for which the excess is or will be retained by the title holding organization.
-
- 3 In the case of a corporation described in section 501(c)(2), state the purpose of the organization for which title to property is held (as shown in its governing instrument) and the Code sections under which it is classified as exempt from tax. If the organization has received a determination or ruling letter recognizing it as exempt from taxation, please attach a copy of the letter.
-
- 4 In the case of a corporation or trust described in section 501(c)(25), state the basis whereby each shareholder is described in section 501(c)(25)(C). For each organization described that has received a determination or ruling letter recognizing that organization as exempt from taxation, please attach a copy of the letter.
-
- 5 With respect to the activities of the organization.
- a Is any rent received attributable to personal property leased with real property? ☐ Yes ☐ No
If "Yes," what percentage of the total rent, as reported on the financial statements in Part III, is attributable to personal property?
- b Will the organization receive income which is incidentally derived from the holding of real property, such as income from operation of a parking lot or from vending machines? ☐ Yes ☐ No
If "Yes," what percentage of the organization's gross income, as reported on the financial statements in Part III, is incidentally derived from the holding of real property?
- c Will the organization receive income other than rent from real property or personal property leased with real property or income which is incidentally derived from the holding of real property? ☐ Yes ☐ No
If "Yes," describe the source of the income.

Instructions

Line 1.—Provide the requested information on each organization for which the applicant organization holds title to property. Also indicate the number and types of shares of the applicant organization's stock that are held by each.

Line 2.—For purposes of this question, "excess of revenue over expenses" is all of the organization's income for a particular tax year less operating expenses.

Line 3.—Give the exempt purpose of each organization that is the basis for its exempt status and the Internal Revenue Code section

that describes the organization (as shown in its IRS determination letter).

Line 4.—Indicate if the shareholder is one of the following:

1. A qualified pension, profit-sharing, or stock bonus plan that meets the requirements of the Code;
2. A government plan;
3. An organization described in section 501(c)(3); or
4. An organization described in section 501(c)(25).

Schedule B**Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)**

- 1 Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? ☐ Yes ☒ No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

- 2 Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? ☐ Yes ☒ No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

- 3 If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? ☐ Yes ☐ No

If "Yes," explain.

- 4 If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

Schedule C Organizations described in section 501(c)(5) (Labor, agricultural, including fishermen's organizations, or horticultural organizations) or section 501(c)(6) (business leagues, chambers of commerce, etc.)

- 1 Describe any services the organization performs for members or others. (If the description of the services is contained in Part II of the application, enter the page and item number here.)

- 2 Fishermen's organizations only.—What kinds of aquatic resources (not including mineral) are cultivated or harvested by those eligible for membership in the organization?

- 3 Labor organizations only.—Is the organization organized under the terms of a collective bargaining agreement? ☐ Yes ☐ No

If "Yes," attach a copy of the latest agreement.

Schedule D Organizations described in section 501(c)(7) (Social clubs)

- 1 Has the organization entered or does it plan to enter into any contract or agreement for the management or operation of its property and/or activities, such as restaurants, pro shops, lodges, etc.? ☐ Yes ☐ No

If "Yes," attach a copy of the contract or agreement. If one has not yet been drawn up, please explain the organization's plans.

- 2 Does the organization seek or plan to seek public patronage of its facilities or activities by advertisement or otherwise? ☐ Yes ☐ No

If "Yes," attach sample copies of the advertisements or other requests.

If the organization plans to seek public patronage, please explain the plans.

- 3a Are nonmembers, other than guests of members, permitted or will they be permitted to use the club facilities or participate in or attend any functions or activities conducted by the organization? ☐ Yes ☐ No

If "Yes," describe the functions or activities in which there has been or will be nonmember participation or admittance. (Submit a copy of the house rules, if any.)

- | | |
|--|---------|
| b State the amount of nonmember income included in Part III of the application, lines 3 and 4, column (a) | _____ |
| c Enter the percent of gross receipts from nonmembers for the use of club facilities | _____ % |
| d Enter the percent of gross receipts received from investment income and nonmember use of the club's facilities | _____ % |

- 4a Does the organization's charter, bylaws, other governing instrument, or any written policy statement of the organization contain any provision that provides for discrimination against any person on the basis of race, color, or religion? ☐ Yes ☐ No

- b If "Yes," state whether or not its provision will be kept.

- c If the organization has such a provision that will be repealed, deleted, or otherwise stricken from its requirements, state when this will be done. _____

- d If the organization formerly had such a requirement and it no longer applies, give the date it ceased to apply. _____

- e If the organization restricts its membership to members of a particular religion, check here and attach the explanation specified in the instructions ☐

See reverse side for instructions

Instructions

Line 1.—Answer “Yes,” if any of the organization’s property or activities will be managed by another organization or company.

Lines 3b, c, and d.—Enter the figures for the current year. On an attached schedule, furnish the same information for each of the prior tax years for which you completed Part III of the application.

Line 4e.—If the organization restricts its membership to members of a particular religion, the organization must be:

1. An auxiliary of a fraternal beneficiary society that:

- a. Is described in section 501(c)(8) and exempt from tax under section 501(a), and

- b. Limits its membership to members of a particular religion; or

2. A club that, in good faith, limits its membership to the members of a particular religion in order to further the teachings or principles of that religion and not to exclude individuals of a particular race or color.

If you checked 4e, your explanation must show how the organization meets one of these two requirements.

Schedule E Organizations described in section 501(c)(8) or 501(c)(10) (Fraternal societies, orders, or associations)

1	Is the organization a college fraternity or sorority, or chapter of a college fraternity or sorority? If "Yes," read the instructions for Line 1, below, before completing this schedule.	<input type="checkbox"/> Yes <input type="checkbox"/> No
2	Does or will your organization operate under the lodge system? If "No," does or will it operate for the exclusive benefit of the members of an organization operating under the lodge system?	<input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Yes <input type="checkbox"/> No
3	Is the organization a subordinate or local lodge, etc.? If "Yes," attach a certificate signed by the secretary of the parent organization, under the seal of the organization, certifying that the subordinate lodge is a duly constituted body operating under the jurisdiction of the parent body.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4	Is the organization a parent or grand lodge? If "Yes," attach a schedule for each subordinate lodge in active operation showing: (a) its name and address; (b) the number of members in it; and (c) how often it holds periodic meetings.	<input type="checkbox"/> Yes <input type="checkbox"/> No

Instructions

Line 1.—To the extent that they qualify for exemption from Federal income tax, college fraternities and sororities generally qualify as organizations described in section 501(c)(7). Therefore, if the organization is a college fraternity or sorority, refer to the discussion of section 501(c)(7) organizations in Pub. 557. If section 501(c)(7) appears to apply to your organization, complete Schedule D instead of this schedule.

Line 2.—Operating under the lodge system means carrying on activities under a form of organization that is composed of local branches, chartered by a parent organization, largely self-governing, and called lodges, chapters, or the like.

Schedule F Organizations described in section 501(c)(9) (Voluntary employees' beneficiary associations)

- 1** Describe the benefits available to members. Include copies of any plan documents that describe such benefits and the terms and conditions of eligibility for each benefit.

- 2** Are any employees or classes of employees entitled to benefits to which other employees or classes of employees are not entitled? ☐ Yes ☐ No
If "Yes," explain.

- 3** Give the following information for each plan as of the last day of the most recent plan year and enter that date here. If there is more than one plan, attach a separate schedule
- | | |
|--|-------------------|
| | / / |
| | (mo.) (day) (yr.) |
- a Total number of persons covered by the plan who are highly compensated individuals (See instructions below.) . . . _____
b Number of other employees covered by the plan . . . _____
c Number of employees not covered by the plan . . . _____
d Total number employed* . . . _____

* Should equal the total of a, b, and c—if not, explain any difference. Describe the eligibility requirements that prevent those employees not covered by the plan from participating.

- 4** State the number of persons, if any, other than employees and their dependents (e.g., the proprietor of a business whose employees are members of the association) who are entitled to receive benefits ▶

Instructions

Line 3a.—A "highly compensated individual" is one who:

(a) Owned 5% or more of the employer at any time during the current year or the preceding year.

(b) Received more than \$80,000 (adjusted for inflation) in compensation from the employer for the preceding year, and

(c) Was among the top 20% of employees by compensation for the preceding year. However, the employer can choose not to have (c) apply.

Schedule G Organizations described in section 501(c)(12) (Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations)

- 1 Attach a schedule in columnar form for each tax year for which the organization is claiming exempt status. On each schedule:
 - a Show the total gross income received from members or shareholders.
 - b List, by source, the total amounts of gross income received from other sources.
- 2 If the organization is claiming exemption as a local benevolent insurance association, state:
 - a The counties from which members are accepted or will be accepted.
 - b Whether stipulated premiums are or will be charged in advance, or whether losses are or will be paid solely through assessments.
- 3 If the organization is claiming exemption as a "like organization," explain how it is similar to a mutual ditch or irrigation company, or a mutual or cooperative telephone company.
- 4 Are the rights and interests of members in the organization's annual savings determined in proportion to their business with it? ☐ Yes ☐ No
 If "Yes," does the organization keep the records necessary to determine at any time each member's rights and interests in such savings, including assets acquired with the savings? ☐ Yes ☐ No
- 5 If the organization is a mutual or cooperative telephone company and has contracts with other systems for long-distance telephone services, attach copies of the contracts.

Instructions

Mutual or cooperative electric or telephone companies should show income received from qualified pole rentals separately. Mutual or cooperative telephone companies should also show separately the gross amount of income received from nonmember telephone companies for performing services that

involve their members and the gross amount of income received from the sale of display advertising in a directory furnished to their members.

Do not net amounts due or paid to other sources against amounts due or received from those sources.

Schedule H Organizations described in section 501(c)(13) (Cemeteries, crematoria, and like corporations)**1** Attach the following documents:

- a** Complete copy of sales contracts or other documents, including any "debt" certificates, involved in acquiring cemetery or crematorium property.
- b** Complete copy of any contract your organization has that designates an agent to sell its cemetery lots.
- c** A copy of the appraisal (obtained from a disinterested and qualified party) of the cemetery property as of the date acquired.

- 2** Does your organization have, or does it plan to have, a perpetual care fund? ☐ Yes ☐ No
If "Yes," attach a copy of the fund agreement and explain the nature of the fund (cash, securities, unsold land, etc.)

- 3** If your organization is claiming exemption as a perpetual care fund for an organization described in section 501(c)(13), has the cemetery organization, for which funds are held, established exemption under that section? ☐ Yes ☐ No
If "No," explain.

Schedule I Organizations described in section 501(c)(15) (Small insurance companies or associations)

- 1** Is the organization a member of a controlled group of corporations as defined in section 831(b)(2)(B)(ii)? (Disregard section 1563(b)(2)(B) in determining whether the organization is a member of a controlled group.) ☐ Yes ☐ No

If "Yes," include on lines 2 through 5 the total amount received by the organization and all other members of the controlled group.

If "No," include on lines 2 through 5 only the amounts that relate to the applicant organization.

	(a) Current Year	3 Prior Tax Years		
	From _____ To _____	(b)	(c)	(d)
2 Direct written premiums				
3 Reinsurance assumed				
4 Reinsurance ceded				
5 Net written premiums ((line 2 plus line 3) minus line 4)				
6 If you entered an amount on line 3 or line 4, attach a copy of the reinsurance agreements the organization has entered into.				

Instructions

Line 1.—Answer "Yes," if the organization would be considered a member of a controlled group of corporations if it were not exempt from tax under section 501(a). In applying section 1563(a), use a "more than 50%" stock ownership test to determine whether the applicant or any other corporation is a member of a controlled group.

Line 2.— In addition to other direct written premiums, include on line 2 the full amount of any prepaid or advance premium in the year the prepayment is received. For example, if a \$5,000 premium for a 3-year policy was received in the current year, include the full \$5,000 amount in the Current Year column.

Schedule J Organizations described in section 501(c)(17) (Trusts providing for the payment of supplemental unemployment compensation benefits)

1 If benefits are provided for individual proprietors, partners, or self-employed persons under the plan, explain in detail.

2 If the plan provides other benefits in addition to the supplemental unemployment compensation benefits, explain in detail and state whether the other benefits are subordinate to the unemployment benefits.

3 Give the following information as of the last day of the most recent plan year and enter that date here

a Total number of employees covered by the plan who are shareholders, officers, self-employed persons, or highly compensated (See Schedule F instructions for line 3a on page 14.)

b Number of other employees covered by the plan

c Number of employees not covered by the plan

d Total number employed*

* Should equal the total of a, b, and c—if not, explain the difference. Describe the eligibility requirements that prevent those employees not covered by the plan from participating.

4 At any time after December 31, 1959, did any of the following persons engage in any of the transactions listed below with the trust: the creator of the trust or a contributor to the trust; a brother or sister (whole or half blood), a spouse, an ancestor, or a lineal descendant of such a creator or contributor; or a corporation controlled directly or indirectly by such a creator or contributor?

Note: If you know that the organization will be, or is considering being, a party to any of the transactions (or activities) listed below, check the "Planned" box. Give a detailed explanation of any "Yes" or "Planned" answer in the space below.

a Borrow any part of the trust's income or corpus?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned
b Receive any compensation for personal services?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned
c Obtain any part of the trust's services?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned
d Purchase any securities or other properties from the trust?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned
e Sell any securities or other property to the trust?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned
f Receive any of the trust's income or corpus in any other transaction?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Planned

5 Attach a copy of the Supplemental Unemployment Benefit Plan and related agreements.

Schedule K**Organizations described in section 501(c)(19)—A post or organization of past or present members of the Armed Forces of the United States, auxiliary units or societies for such a post or organization, and trusts or foundations formed for the benefit of such posts or organizations.****1 To be completed by a post or organization of past or present members of the Armed Forces of the United States.**

- a Total membership of the post or organization.
- b Number of members who are present or former members of the U.S. Armed Forces
- c Number of members who are cadets (include students in college or university ROTC programs or at armed services academies only), or spouses, widows, or widowers of cadets or past or present members of the U.S. Armed Forces

- d Does the organization have a membership category other than the ones set out above? ☐ Yes ☐ No

If "Yes," please explain in full. Enter number of members in this category

- e If you wish to apply for a determination that contributions to your organization are deductible by donors, enter the number of members from line 1b who are war veterans, as defined below.

A war veteran is a person who served in the Armed Forces of the United States during the following periods of war: April 21, 1898, through July 4, 1902; April 6, 1917, through November 11, 1918; December 7, 1941, through December 31, 1946; June 27, 1950, through January 31, 1955; and August 5, 1964, through May 7, 1975.

2 To be completed by an auxiliary unit or society of a post or organization of past or present members of the Armed Forces of the United States.

- a Is the organization affiliated with and organized according to the bylaws and regulations formulated by such an exempt post or organization? ☐ Yes ☐ No
- If "Yes," submit a copy of such bylaws or regulations.

- b How many members does your organization have?
- c How many are themselves past or present members of the Armed Forces of the United States, or are their spouses, or persons related to them within two degrees of blood relationship? (Grandparents, brothers, sisters, and grandchildren are the most distant relationships allowable.)
- d Are all of the members themselves members of a post or organization, past or present members of the Armed Forces of the United States, spouses of members of such a post or organization, or related to members of such a post or organization within two degrees of blood relationship? ☐ Yes ☐ No

3 To be completed by a trust or foundation organized for the benefit of an exempt post or organization of past or present members of the Armed Forces of the United States.

- a Will the corpus or income be used solely for the funding of such an exempt organization (including necessary related expenses)? ☐ Yes ☐ No
- If "No," please explain.

- b If the trust or foundation is formed for charitable purposes, does the organizational document contain a proper dissolution provision as described in section 1.501(c)(3)-1(b)(4) of the Income Tax Regulations? ☐ Yes ☐ No



GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

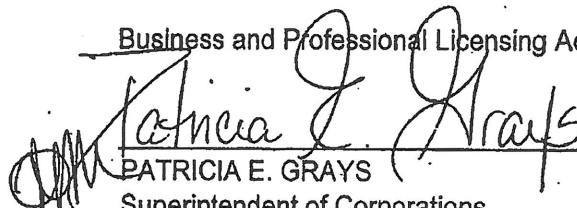
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the 17th day of July, 2007.

LINDA K. ARGO
Director

Business and Professional Licensing Administration


PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

ARTICLES OF INCORPORATION
OF
FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA

**TO: DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is Foundation for a Secure and Prosperous America.

SECOND: The period of its duration is PERPETUAL.

THIRD: The purposes for which the corporation is organized are: to provide for the social welfare of those living and working in America by developing and promoting policies that assure national security and economic prosperity; to educate Americans about what they can do to encourage leaders in business, government, and politics to follow such policies; to advise such leaders on policies that promote security and prosperity; to occasionally disseminate messages that might be construed as political intervention, express advocacy, or electioneering communication; and to function as an organization described at 26 U.S.C. § 501(c)(4) for tax purposes and described at 11 C.F.R. § 114.10 for campaign finance purposes.

FOURTH: The corporation shall NOT have members.

FIFTH: Except as provided for in the EIGHTH ARTICLE herein, the directors of the corporation shall be elected by a majority vote of the sitting directors. Within 10 days of issuance of the certificate of incorporation for the corporation by the District of Columbia, the directors identified in the EIGHTH ARTICLE herein shall meet in person, or via other means documented in writing as required by law, to conduct the first annual meeting of the corporation for the purpose of electing directors for a full term. The directors so elected shall be at least three in number, and if a larger number of directors is to be elected, it shall be in accordance with Bylaws duly adopted beforehand by a majority vote. The term for each director shall be two years. Thereafter, before expiration of the two-year period for sitting directors, the sitting directors shall meet in person, or via other means documented in writing as required by law, and shall elect by majority vote the same number of directors as is then authorized, for a term beginning the day after expiration of the term of the sitting directors. In the event of a vacancy in the position of a director, the other sitting directors shall meet within 10 days of the vacancy in

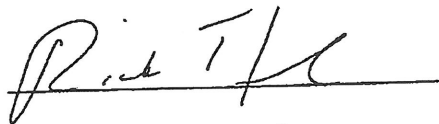
DSMDR-2286743v01
FILE
7/17/07

Tina Gross
3004 N. Underwood Street
Arlington, VA 22213

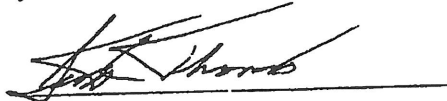
Russell Cartwright
4630 32nd Road North
Arlington, VA 22207

NINTH: The names, addresses, and signatures of the incorporators follow:

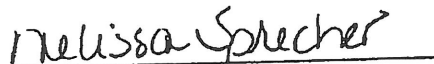
Rick Reed
c/o Stevens Reed Curcio and Potholm
201 North Union Street, Suite 200
Alexandria, VA 22314



Scott E. Thomas
7041 Wyndale St., NW
Washington, DC 20015



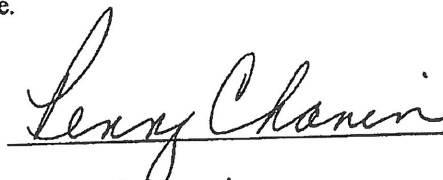
Melissa Sprecher
300 3rd St., NE, #104
Washington, DC 20002



DATE: July 17, 2007

I, Penny Chanin, a Notary Public, hereby certify that on the
17 day of July, 2007, Rick Reed, Scott E. Thomas, and Melissa
Sprecher appeared before me and signed the foregoing document as incorporators, and have
averred that the statements therein contained are true.

Notary Seal:



My commission expires:

Penny Chanin
Notary Public District of Columbia
My Commission Expires: March 14, 2011

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



CERTIFICATE

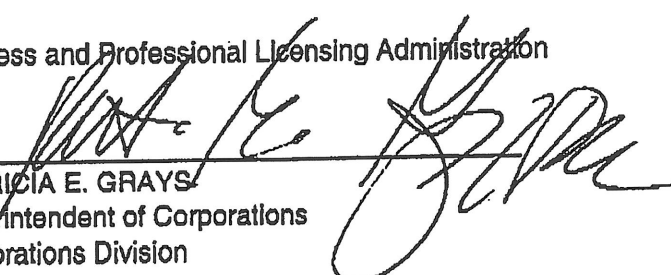
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the 7th day of May, 2008.

LINDA K. ARGO
Director

Business and Professional Licensing Administration



PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

292029

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA

(5)

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS AND PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION
941 NORTH CAPITOL STREET, N.E.
WASHINGTON, D.C. 20002

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is: Foundation for a Secure and Prosperous America

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

The purposes for which the corporation is organized are: to provide for the social welfare of those living and working in America by developing and promoting policies that assure national security and economic prosperity; to educate Americans about what they can do to encourage leaders in business, government, and politics to follow such policies; to advise such leaders on policies that promote security and prosperity; and to function as an organization described at 26 U.S.C. § 501(c)(4) for tax purposes.

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on 4/22/08 and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: 4/22/08

Foundation for a Secure and Prosperous America

Corporate Name:

By [Signature]
President

ATTEST: [Signature]
Secretary

[Signature]
FILE
5/19/08

BYLAWS
OF
FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA

Foundation for a Secure and Prosperous America is a non-profit corporation organized and operating under the District of Columbia Nonprofit Corporation Act (D.C. Code §§ 29-301.01 et seq.) (the "DC Nonprofit Act").

ARTICLE I

OFFICES AND PURPOSE

1.1 **Principal Office.** The principal office address of Foundation for a Secure and Prosperous America (the "Foundation") shall be in the District of Columbia at 1015 15th Street N.W., Suite 100, Washington, D.C. 20005. The Board of Directors may change the location of the principal office. Any such changes shall be noted by the Secretary, but shall not be considered an amendment of these Bylaws.

1.2 **Purposes.** The purpose of the Foundation shall be to function as a "social welfare organization" under 26 U.S.C. § 501(c)(4) and as a qualified nonprofit corporation under 11 C.F.R. § 114.10.

ARTICLE II

MEMBERS

2.1 **Members.** The Foundation shall have no members. All powers that the DC Nonprofit Act provides to members shall be exercised by the Board of Directors.

2.2 **Honorary Titles.** The Board may from time to time establish honorary titles for persons or organizations who may make contributions (monetary or otherwise) to the Foundation. Such titles may include the word "member", but inclusion of such term shall not give any such person or organization legal or other rights under the DC Nonprofit Act, the Articles of Incorporation of the Foundation, or these Bylaws as a "member" of the Foundation, except as provided by the Board.

ARTICLE III

BOARD OF DIRECTORS

3.1 **Functions; Powers.** The affairs of the Foundation shall be managed by a governing

board, which is herein referred to as the "Board," "Board of Directors" or "Directors." All powers shall be exercised by, or under the authority of, and the business of the Foundation shall be managed under the direction of, the Board of Directors. The Board may vote to select one Director to be President of the Board, and may select another Director to be Vice-President of the Board for administrative and procedural purposes, or the Board may operate in all instances as a collegial body with all Directors having equal positions and titles.

3.2 Qualifications and Number. A Director need not be a citizen of the United States or a resident of the District of Columbia unless a majority of the full Board shall provide otherwise.

The initial Board of Directors shall consist of three (3) persons, which shall be the fixed number of Directors until changed. The number of Directors may be increased or decreased from time to time by an amendment of these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be fewer than three (3). The full Board of Directors shall consist of the number of Directors fixed herein.

3.3 Election and Term. The initial Directors, duly elected on July 18, 2007, are:

Rick Reed
Tina Gross
Russell Cartwright

The term for each Director shall be two (2) years. Thereafter, before expiration of the two-year period for sitting Directors, the sitting Directors shall meet in person, or via other means documented in writing as required by law, and shall elect by majority vote the same number of Directors as is then authorized, for a term beginning the day after expiration of the term of the sitting directors. In the event of a vacancy in the position of a Director, the other sitting Directors shall meet within ten (10) days of the vacancy in person, or via other means documented in writing as required by law, and shall elect a replacement to fulfill the remainder of the term, by majority vote if possible, and, in the event of a deadlock between two competing candidates documented in writing by the Secretary of the Foundation, by a coin toss supervised by the Secretary and documented in writing which shall be deemed a majority vote.

3.4 Meetings.

3.4(a) Time. Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the Directors may conveniently assemble.

3.4(b) Place. Meetings shall be held at such place within or without the District of Columbia as shall be fixed by the Board.

3.4(c) Call. No call shall be required for regular or special meetings for which the time and place have been fixed. Special meetings may be called by the President of the Board, if any, the Vice-President of the Board, if any, or by a majority of the Directors.

3.4(d) Telephone Meetings. The President of the Board may decide that regular or special meetings of the Board or its Committees, if any, may be held by telephone. For purposes of such a telephone meeting, all members of the Board who are connected by telephone shall count toward a quorum and may participate and vote.

3.4(e) Notice Or Actual Or Constructive Waiver Of Notice. No notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the Directors thereat. The notice of any meeting need not specify the business to be transacted or the purpose of the meeting. Notice of any adjournment of a meeting of the Board of Directors to another time or place because a quorum is not present shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors. Any requirement of furnishing a notice shall be waived by any Director who signs a waiver of notice before or after the meeting. A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by such Director for the purpose of objection to the transaction of business because the meeting is not lawfully called or convened.

3.4(f) Quorum and Action. Except as may otherwise be provided by the these Bylaws, a majority of the number of sitting Directors shall constitute a quorum. Whenever a vacancy or vacancies in the Board shall prevent a quorum from consisting of a majority of the full Board as aforesaid, a quorum shall consist of at least one-third of the full Board. A majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the District of Columbia Nonprofit Corporation Act or these Bylaws, the vote of a majority of the Directors present at the time of the vote if a quorum is present at such time, shall constitute the act of the Board. Any or all Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

3.4(g) Chair of the Meeting. The President of the Board, if any and if present and acting, shall preside at all meetings. Otherwise any other Director chosen by the Board shall preside.

3.5 Removal of Directors. Any one or more of the Directors may be removed with or without cause at any time by action of the Board of Directors, provided there is a quorum of not less than a majority of the entire Board of Directors present at a meeting of the Board of Directors called for that purpose; and provided, further, that no Director may be removed unless the Director has been sent written notice from the President, prior to removal, specifying the reason or cause for removal.

A Director may be removed only at a meeting called for that purpose, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director.

3.6. Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from their number two (2) or more Directors to constitute an Executive Committee and other committees, each of which, to the extent provided in the resolution designating it, shall have and exercise the authority of the Board of Directors.

Other committees not having and exercising the authority of the Board of Directors in the management of the affairs of the Association as aforesaid may be designated and appointed by a resolution or resolutions adopted by a majority of the Directors present at a meeting at which a quorum is present.

3.7 Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors.

3.8 Compensation. Directors shall not receive any compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for the approval and payment of such expenses by designated officers of the Foundation.

ARTICLE IV

OFFICERS

4.1 Officers. The Board of Directors shall elect or appoint a President, a Secretary, and a Treasurer, and may elect or appoint such other executive, managerial, fiscal, and assistant officers as it deems necessary for the Foundation (each an "Officer" and collectively, the "Officers"). Assistant Officers may be appointed or chosen in such manner as the Board of Directors shall determine.

The initial Officers, duly elected by the Board on July 18, 2007, are:

President Rick Reed

Secretary Tina Gross
Treasurer Tina Gross

The Officers of the Association may be designated by such other titles as may be permitted by the provisions of the DC Nonprofit Act and as may be determined by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary or Treasurer.

4.2 Term of Office and Removal. Unless otherwise provided in the resolution of election or appointment or other instrument choosing or appointing any Officer, each Officer shall hold office for two (2) years or until his/her successor has been elected, appointed, or chosen, and qualified. The Board of Directors may remove any Officer whenever in its judgment the best interests of the Foundation will be served thereby.

4.3 Resignation. Any Officer may resign at any time by delivering written notice to the Foundation. The resignation shall be effective upon receipt of the written notice by the Foundation, although the Board of Directors may in writing approve a delayed separation date.

4.4 Powers and Duties of Officers. Subject to the control of the Board of Directors, all Officers as between themselves and the Association shall have such authority and perform such duties in the management of the Association as may be provided by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices.

4.4(a) President. The President shall serve as the chief executive Officer of the Foundation. The President shall preside at all meetings of the Board of Directors and, subject to supervision of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the other Officers in accordance with policies and directives approved by the Board of Directors.

4.4(b) Secretary. The Secretary shall be responsible for preparing and maintaining custody of minutes of all meetings of the Board of Directors and committees, and for authenticating the records of the Foundation, and shall give or cause to be given all notices in accordance with the Articles or these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the official seal of the Foundation, if any; and shall have authority to affix same to any instrument requiring it; and, when so affixed, it may be attested to by the Secretary's signature. The Board of Directors may give general or specific authority to any Officer to affix the seal of the Foundation, if any, and to attest the affixing of such signature.

4.4(c) Treasurer. The Treasurer shall have the charge and custody of, and be responsible for, all funds and securities of the Foundation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of

the Foundation, and shall deposit all monies and other valuable property of the Foundation in the name and to the credit of the Foundation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts, shall at all reasonable times, make available the books and accounts to any Officer or Director of the Foundation, and shall perform all duties incident to the office of Treasurer, subject to the supervisions of the Board of Directors, and such other duties as shall from time to time be assigned by the Board.

4.5 Bonding of Officers. At the discretion of the Board of Directors, any Officer of the Foundation may be bonded. The expense of furnishing any such bond shall be paid by the Foundation.

ARTICLE V

FISCAL YEAR

5.1 The fiscal year of the Foundation shall begin on January 1st and end on December 31st of each year, which shall be subject to change by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, and FUNDS

6.1 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

6.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Foundation, shall be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.3 Deposits. All funds of the Foundation not otherwise employed shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VII

INDEMNIFICATION

The Foundation may, by resolution of the Board of Directors, to the fullest extent

permitted by law, provide for indemnification by the Foundation of any or all of its Directors, or Officers, or professional employees or former Directors or Officers or professional employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors, or Officers or professional employees or former Directors or Officers or professional employees of the Foundation, except in relation to matters as to which such Directors, or Officers, or professional employees shall be adjudged in such action, suit, or proceeding to be liable for gross, intentional or willful negligence or gross, intentional or willful misconduct in the performance of their duties and as to such matters as shall have been settled by agreement predicated on the existence of such liability for such negligence or misconduct.

ARTICLE VIII

CONTROL OVER BYLAWS

These Bylaws shall be adopted by the Directors at a Board meeting. Thereafter, the power to amend or repeal these Bylaws and to adopt new Bylaws shall be vested in the Board of Directors.

[End of Bylaws]

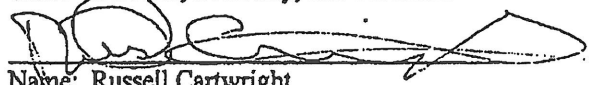
I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of Foundation for a Secure and Prosperous America, a District of Columbia nonprofit corporation.

These Bylaws are approved with effect from the date below by the following Directors of the Foundation, whose signatures are on this page.

Dated: _____, 2007

Name: Rick Reed
Title: Director and President

Name: Tina Gross
Title: Director, Secretary, and Treasurer



Name: Russell Cartwright
Title: Director

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the Bylaws of Foundation for a Secure and Prosperous America, a District of Columbia nonprofit corporation.

These Bylaws are approved with effect from the date below by the following Directors of the Foundation, whose signatures are on this page.

Dated: 12/4, 2007



Name: Rick Reed
Title: Director and President



Name: Tina Gross
Title: Director, Secretary, and Treasurer

Name: Russell Cartwright
Title: Director

**AMENDMENT to BYLAWS
OF
FOUNDATION FOR A SECURE AND PROSPEROUS AMERICA**

Pursuant to Article VIII of the Bylaws of Foundation for a Secure and Prosperous America (the "Foundation"), the undersigned adopt the following Amendment to its Bylaws:

ARTICLE I

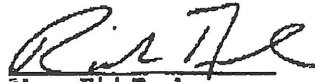
OFFICES AND PURPOSE

1.2 Purposes. The purpose of the Foundation shall be to function as a "social welfare organization" under 26 U.S.C. § 501(c)(4).

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of this amendment to the Bylaws of the Foundation for a Secure and Prosperous America, a District of Columbia nonprofit corporation.

This amendment is approved with effect from the date below by the following Directors of the Foundation, whose signatures are on this page.

Date: 4/22/08



Name: Rick Reed
Title: Director and President



Name: Tina Gross
Title: Director, Secretary, and Treasurer



Name: Russell Cartwright
Title: Director

Foundation for a Secure and Prosperous America EIN 26 0555169

FORM 1024

APPLICATION FOR RECOGNITION OF EXEMPTION OF UNDER SECTION 501(a)

SCHEDULE FOR OTHER EXPENSES (Page 5, Part III A, Line 18)

From 7/17/07 to 12/31/07

Operating expenses for fundraising and communications \$103,642

PROPOSED BUDGET FOR NEXT TWO YEARS

2008

Operating expenses for fundraising and communications \$110,000

2009

Operating expenses for fundraising and communications \$110,000